the difference between the amount paid to you during the year and the legally required minimum amount applicable for such year.

If you attained age 70½ prior to January 1, 1997, and you have not terminated employment from Delphi, the legally required minimum annual distribution of assets in your account will begin not later than April 1 of the year following your attaining age 70½ and will be made annually thereafter. However, you can choose to discontinue such minimum annual distributions while you continue employment at Delphi. If you choose to discontinue minimum annual distributions, such annual distributions will begin upon your termination of employment from Delphi and will be made according to Federal regulations.

If you attained age 70½ on or after January 1, 1997, and you have not terminated employment from Delphi, required minimum annual distributions will begin following your termination of employment from Delphi.

If you die and your spousal beneficiary elects to keep your account assets in the Program, your surviving spouse will be deemed to have attained age 70½ on the date you would have attained such age. If your surviving spouse has not withdrawn all the account assets by the date you would have attained age 70½, legally required minimum annual distributions will begin to be paid to your spouse from the account.

Undeliverable Assets

In the event a distribution of assets to you or your beneficiary cannot be made because the identity or location of you or your beneficiary cannot be determined after reasonable efforts, and if your assets remain undistributed for a period of one year from the processing date, the undistributed assets will be returned to the Program and liquidated. All liability for payment of your undistributed assets will then terminate; provided, however, in the event the identity or location of you or your beneficiary is later determined, the value of the assets at the Date of Valuation will be paid from the Program to you or your beneficiary in a single sum. No interest will be paid on your assets after such Date of Valuation. Any assets so liquidated and not eventually paid to you or your beneficiary will be applied to reduce Corporation contributions and/or administration expenses.

TAX CONSIDERATIONS

General

The Internal Revenue Service has determined that the Program is a tax-qualified employee benefit plan meeting the requirements of the Code and that the trust established thereunder is exempt from United States Federal income taxes.

The following comments are based on the current Code and on currently available information regarding the policies of the Internal Revenue Service. Inasmuch as the terms of the Program and the rules contained in the applicable provisions of the Code affecting the Program are quite technical, the following statements are necessarily only very general in nature. Statutory provisions are, of course, subject to change, and their application may vary in individual circumstances. It is recommended that you discuss individual tax matters regarding the U.S. Federal, state and foreign tax aspects of participation in the Program with a tax advisor.

Contributions to Program

United States Federal income tax consequences can have an important bearing on your decision as to whether to participate in the Deferred Savings and/or the after-tax Regular Savings features of the Program. Deferred Savings contributions reduce your income currently subject to Federal income taxes but are subject to such taxes when withdrawn or distributed. Regular Savings contributions do not reduce your income currently taxable and are taxed under special rules when withdrawn or distributed (see "Withdrawals and Distributions While Employed by Delphi" for a description of the rules). Delphi matching contributions, the 1% Delphi Benefit Contribution, the contribution of an Incentive Compensation Program Payout, the contribution of a Flexible Compensation Payment made on a before-tax basis, as well as earnings credited to your account, are not subject to Federal income taxes prior to distribution or withdrawal. If you are age 50 or older by the end of 2004, you may be eligible to make additional before-tax Catch-Up contributions of up to $3,000 in the year 2004.

Contribution Limitations

The total annual amount of Deferred Savings contributions you may make to the Program (or similar type plan) is limited to $13,000 during 2004. This amount may be periodically adjusted for subsequent calendar years, as provided by law. Your after-tax Regular Savings contributions are not taken into account for this limitation; however, the limitations described below may apply to such contributions. If you are a "highly compensated" employee (generally an employee earning more than $90,000 in 2003, as indexed for inflation under law) participating in the Program, your Deferred Savings contributions may be limited to comply with Federal income tax law requirements. If you are a "highly compensated" employee who chooses to participate in the Deferred Savings feature of the Program you will be subject to limitation testing and may have your contribution percentage reduced below the level you chose, depending upon the level of contributions made by other employees. Deferred Savings contributions invested in the Delphi Common Stock Fund are separately subject to the limitation testing. If you are affected, your contributions will be reduced and you will be notified as soon as possible.

Regular Savings contributions and Delphi matching contributions invested in the Delphi Common Stock Fund are each separately subject to the limitation testing on your contribution percentage mentioned above. Similarly, Regular Savings contributions not invested in the Delphi Common Stock Fund are separately subject to the limitation

testing. If you are a "highly compensated" employee, your Regular Savings contributions and/or Delphi matching contributions may be limited to comply with Federal income tax law requirements, depending upon the level of contributions made by other employees. If you are affected, your contributions will be reduced and you will be notified as soon as possible.

In addition, your contributions may be limited under other Federal tax law provisions. First, the amount of your eligible compensation that may be taken into account under the Program is limited to $205,000 in 2004. This limit may be adjusted periodically for subsequent years as provided for by law. Second, the amount of annual contributions to Delphi's tax-qualified retirement plans is limited to $41,000. The sum of the following contributions are subject to this limit: (1) your Deferred Savings contributions (including Incentive Compensation Plan Program payout contributions), (2) your Regular Savings contributions, (3) Delphi matching contributions, (4) Delphi contributions that are not matching contributions, (5) your contributions to Part B of the Salaried Retirement Program, and (6) Flex Payment contributions. In the event you are not age 50 and your contributions exceed these limitations, any amount in excess of these limitations will be returned to you.

If you are age 50 or over by the end of 2004, you may be eligible to make up to an additional $3,000 of "Catch-Up" contributions in 2004 provided your contributions have reached specific Program limits. The limitations above for which Catch-Up contributions may be made include the $13,000 limit on before-tax contributions, the limitations on highly compensated employees described above, the $41,000 limitation on annual contributions, the 60% of your eligible salary limit on Program contributions, and the maximum annual compensation limit of $205,000. In order to be eligible to make Catch-Up contribution elections, a participant must maximize their matchable Basic Savings rate (currently 7% before-tax or after-tax) as well as meet plan and age requirements.

The Internal Revenue Service has determined that Deferred Savings contributions may be included as "compensation" under a pension plan like Delphi's Salaried Retirement Program. Therefore, Delphi does not reduce contributions and benefits under Delphi's Salaried Retirement Program by reason of your election to make Deferred Savings contributions under this Program.

Deferred Savings

Your Deferred Savings contributions represent (1) contributions in lieu of an Incentive Compensation Program Payout, (2) contributions in lieu of a Flexible Compensation Payment, and/or (3) contributions, including Catch-Up contributions, through a salary reduction arrangement, all in accordance with Section 401(k) of the Code. This has the effect of reducing your current income subject to federal income taxes. Deferred Savings contributions are subject to Social Security taxes. As a result, participation in the Deferred Savings feature of the Program does not cause a reduction in earnings subject to Social Security taxes. Deferred Savings contributions are subject to more restrictive withdrawal requirements than after-tax Regular Savings contributions. A description of these restrictions appears under "Withdrawals and Distributions of Deferred Savings."

Withdrawals and Distributions of Deferred Savings

Under federal income tax law, your before-tax Deferred Savings may not be withdrawn or distributed earlier than upon the occurrence of one of the following events: (1) you attain age 59½, retire, die, become disabled, separate from employment, or incur a "Financial Hardship," (2) termination of the Program. During your active employment with Delphi, withdrawals are permitted any time after you attain age 59½, or for a Financial Hardship that is covered under the terms of the Program.

Withdrawals and distributions of Deferred Savings are taxable, and a 10% additional tax may apply to you if you are under age 59½ when you make such withdrawals and distributions.

Regular Savings

Your Regular Savings represent after-tax contributions to the Program. See the following discussion for more details concerning distributions and withdrawals of Regular Savings.

Withdrawals and Distributions While Employed by Delphi

Under certain circumstances and as described below, you may incur federal income tax and a 10% additional tax at the time of receipt of a withdrawal or distribution of the assets in your account.

If you make a withdrawal of Regular Savings, Delphi matching contributions, or the 1% Delphi Benefit Contribution while still employed by Delphi and the lump-sum treatment referred to in the following section is not applicable, all or a portion of the withdrawal may be taxable at ordinary income rates and a 10% additional tax may apply. For this purpose, Delphi common stock attributable to Delphi matching contributions and/or the 1% Delphi Benefit Contribution and all earnings thereon are valued at the market price on the delivery date, while the Delphi common stock attributable to your Regular Savings contributions is valued at the lower of cost to the Trustee or market price on the delivery date.

A 10% additional early distribution tax will be imposed on the taxable amount of Program distributions or withdrawals made by you if you are under age 59½. The additional tax does not apply to a tax-free rollover or direct rollover to an Individual Retirement Account ("IRA") or another employer's qualified plan. Also, the tax does not apply if you (1) retire during or after the calendar year in which you attain age 55, (2) use the money for payment of deductible medical expenses, (3) take a Program distribution or withdrawal under the requirements of a

"qualified domestic relations order," (4) receive a distribution on account of death, disability, or a federal tax levy, or (5) terminate employment and receive a series of substantially equal periodic payments, at least annually, made for your life or the joint lives of you and your beneficiary and such payments continue for five years or until you attain age 59½, whichever is later.

For distributions taken after 1986, the basis recovery rules by which you recover your after-tax contributions from the Program have been modified. The amount of your remaining after-tax contributions as of December 31, 1986 (if any) may be recovered tax-free at any time. Thereafter, amounts will be distributed from (1) your post-1986 after-tax contributions and all earnings thereon (taxable only to the extent the distribution represents a pro-rate return of earnings), and/or (2) Delphi matching contributions, the 1% Delphi Benefit Contribution, and all your before-tax contributions and earnings thereon (fully taxable).

Withdrawals and Distributions Upon Retirement or Other Termination of Employment

Your taxable income on a distribution is equal to the excess of the value of the distribution above your after-tax contributions under the Program not previously distributed. For this purpose, the value of Delphi common stock is determined at the lower of cost to the Trustee or market price on the delivery date.

If you were at least age 50 on January 1, 1986, special averaging rules may apply after January 1, 2000. Under these special averaging rules, you may make a one-time election at any age to use capital gains treatment and/or ten-year income averaging under 1986 income tax rates.

If you receive a withdrawal or distribution, you can accomplish a tax-free rollover into a traditional IRA or another eligible retirement plan, or elect a direct rollover to a traditional IRA or another eligible retirement plan, and thereby postpone receipt of taxable income until distributions are received from the IRA or the other plan. An "eligible retirement plan" includes a plan qualified under Section 401(a) of the Code, including a 401(k) plan, profit sharing plan, defined benefit plan, stock bonus plan, and money purchase plan; a Section 403(a) annuity plan; a Section 403(b) tax sheltered annuity; and an eligible Section 457(b) plan maintained by a governmental employer. A tax-free rollover must be made normally within 60 days after you receive the distribution. Both the taxable and nontaxable (after-tax contributions) amounts of a distribution may be rolled over. Any taxable amount rolled over into a traditional IRA is taxable as ordinary income when payment is subsequently made under the IRA. Deferred Savings are considered employer contributions and may be rolled over; however, a Financial Hardship withdrawal of Deferred Savings cannot be rolled over. If you rollover less than the total taxable amount of a lump-sum distribution, the remaining taxable amount is considered ordinary income. If you are interested in making a tax-free or direct rollover, you should plan such rollover in advance with your investment, tax, or legal advisors. You are responsible for making your own arrangements and determining the applicability of these rules to your particular situation. If you are considering a tax-free rollover or a direct rollover, you should refer to the section entitled "Rules on Income Tax Withholding and Direct Rollovers" for important information related to the 20% Federal income tax withholding rules and the direct rollover rules.

If you are retiring or terminating employment with Delphi, you may continue to defer the distribution of all assets in your account until April 1 of the year following the year in which you attain age 70½ (the time minimum annual distributions must commence for a retired or terminated participant).

Loans

If you are an active employee and you default on a loan, a deemed distribution will occur in the amount equal to the remaining outstanding loan balance (including interest), and will result in a taxable distribution if the deemed distribution includes amounts other than amounts attributable to your after-tax contributions. In addition, should the default occur before you reach age 59½, the 10% additional early distribution tax may apply. You will be provided the opportunity to repay the defaulted loan, and to the extent you repay an amount attributable to after-tax contributions, your tax basis in the Program will increase, thereby reducing the taxable amount of future distributions.

If you are a former employee (retired or separated) and you default on a loan, an actual distribution to you will be considered to have been made equal to the remaining outstanding loan balance (including interest). This will result in a taxable distribution equal to the excess of the value of the distribution above your after-tax contributions under the Program not previously distributed. You will not be permitted to repay your defaulted loan.

Consumer interest paid on Program loans is not deductible for tax purposes.

Dividends

If you choose to receive cash dividend payments from the Delphi Common Stock Fund such dividends are taxable income when received. However, under current tax law, the cash dividend payments are not subject to the 10% additional early distribution tax that is usually imposed on certain withdrawals or distributions made from the Program before you reach age 59½. Cash dividend payments cannot be rolled over to an IRA or another eligible retirement plan. If you have not made an election, dividends will automatically be reinvested in the Delphi Common Stock Fund.

Rules on Income Tax Withholding and Direct Rollovers

Federal income tax is withheld at a mandatory rate of 20% on the taxable amount of withdrawals and distributions that are eligible to be, but are not, directly rolled over at your direction into a traditional IRA or another eligible retirement plan.

A withdrawal of Deferred Savings for a Financial Hardship is not eligible to be rolled over to a traditional IRA or another eligible retirement plan. As a result, such withdrawal is not subject to mandatory 20% withholding.

Current rollover rules permit a "direct rollover" which allows for the taxable and non-taxable amounts of withdrawals and distributions to be rolled over directly into a traditional IRA or another eligible retirement plan except (a) required minimum annual distributions after age 70½, (b) substantially equal installment payments that are payable for ten or more years, and (c) a hardship withdrawal. You can make an irrevocable election to have all or any taxable or non-taxable portion of a withdrawal or distribution from the Program paid in a direct rollover to a traditional IRA or another eligible retirement plan. Any such withdrawal or distribution that is paid directly to a traditional IRA, or another eligible retirement plan in a direct rollover, is exempt from the 20% Federal income tax withholding requirement. Further, the taxable portion of minimum annual distributions, hardship withdrawals, and installment payments described above are subject to Federal income tax withholding unless you affirmatively elect not to have withholding apply to the distribution. In these cases, absent such an election, Delphi withholds Federal income tax on the estimated taxable amount of the distribution.

Miscellaneous

Each person realizing taxable income from making a withdrawal or distribution from the Program or from the sale of Delphi common stock, General Motors $1-2/3 Par Value common stock, Hughes common stock, News Corporation Preferred ADSs, EDS common stock, or Raytheon common stock received from the Program, is individually responsible for filing appropriate income tax returns and declarations of estimated tax and for payment of taxes as required by law. You can find more specific information on the tax treatment of payments from a qualified employer plan in IRS Publication 575, Pension and Annuity Income, and IRS Publication 590, Individual Retirement Arrangements. These publications are available from your local IRS office, on the IRS's website at www.irs.gov, or by calling 1-800-TAX-FORM.

For state and local income tax purposes, the tax treatment of the Program may differ from the Federal income tax treatment described above. Accordingly, the Federal tax rules may not apply for state and local tax purposes. You should consult your tax advisor in this matter.

SOURCE OF DELPHI COMMON STOCK ACQUIRED FOR THE PROGRAM

Delphi common stock acquired by State Street Bank and Trust Company as commingled Fund Manager may be obtained by purchases on the open market or obtained from Delphi or others by subscription or purchase. Employee contributions, Delphi contributions, loan repayments, rollover contributions, and exchanges are used to purchase units in the Delphi Common Stock Fund and are based on the unit value determined by State Street Bank and Trust Company as commingled Fund Manager at the close of business on the day the transaction is reconciled.

EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974, AS AMENDED

The Program is subject to certain parts of The Employee Retirement Income Security Act of 1974, as amended (ERISA). In addition, the Program is subject to various provisions of the Code.

VOTING OR TENDERING OF DELPHI COMMON STOCK, GENERAL MOTORS $1⅔ PAR VALUE COMMON STOCKS, HUGHES COMMON STOCK EDS COMMON STOCK, AND RAYTHEON COMPANY COMMON STOCK

To the extent it is consistent with ERISA and the Code, State Street Bank and Trust Company as commingled Fund Manager will vote or tender shares equivalent to the current value of your assets invested in Delphi common stock, General Motors $1-2/3 Par Value common stock, Hughes common stock, EDS common stock, and Raytheon common stock, in accordance with your directions. The Trustee will not inform the Corporation of your voting or tendering decisions.

Before each respective stockholder meeting, you will be contacted by mail and asked for directions on how to vote shares equivalent to the current value of your investment in Delphi common stock, General Motors $1-2/3 Par Value common stock, Hughes common stock, EDS common stock, and Raytheon common stock. You may specify your directions by the Internet or the telephone or by completing and returning the proxy/voting instruction card that will be provided to you by mail. Shares of General Motors $1-2/3 Par Value common stock, EDS common stock, and Raytheon common stock for which you do not provide direction will be voted as determined by State Street Bank and Trust Company as commingled Fund Manager at its direction. Shares of Delphi common stock for which you do not provide direction will be voted by State Street Bank and Trust Company in the same ratio as shares with respect to which instructions were received from other Program participants.

Furthermore, in the event of a tender offer, if you have assets in the Program invested in the Delphi Common Stock Fund,

General Motors $1-2/3 Par Value Common Stock Fund, Hughes Common Stock Fund, News Corporation Preferred ADS Fund, EDS Common Stock Fund, or Raytheon Common Stock Fund, you may tender the equivalent current value of such assets in your account by providing appropriate direction in a manner prescribed by the relevant corporation at the time of such tender.

SPECIAL PROVISIONS REGARDING VETERANS

If you are rehired following qualified military service (as defined in the Uniformed Services Employment and Re-Employment Rights Act), you are entitled to have Delphi make contributions to the Program from your current earnings that shall be attributable to the period of time contributions were not otherwise allowable due to military service. These contributions are in addition to contributions otherwise permitted under the Program and are made as permitted under the Code. The additional contributions will be based on the amount of eligible salary and Incentive Compensation Program Payouts that you would have received from Delphi during the applicable period of military service. Such contributions must be made during the period that begins upon your re-employment and extends for the lesser of five years or your period of military service multiplied by three.

If you have an outstanding loan(s) during a period of qualified military service, loan payments are suspended during such period, and the time for repayment of such loan(s) is extended for a period of time equal to the period of your qualified military service.

MISCELLANEOUS

Claim Denial Procedures

If you make a claim for benefits under the Program and it has been denied, the Program Administrator (see "Administration") will provide you or your beneficiary in writing of the specific reasons for such denial. You or your beneficiary will then be given an opportunity for a full and fair review of the decision to deny a claim for benefits by filing an appeal with the Employee Benefit Plans Committee (EBPC) of Delphi. The EBPC has been delegated final discretionary authority to construe, interpret, apply, and administer the Program. The written appeal must be filed within 60 days from the date of the Program Administrator's written decision denying a claim for benefits. The appeal must be sent to the Secretary of the EBPC, Delphi Corporation, 5825 Delphi Drive, Mail Code 480-410-104, Troy, Michigan 48098. The written appeal should clearly state why you believe the Program Administrator was wrong in denying your claim for benefits.

When proceeding through the claim denial procedures, you may be represented by an individual whom Delphi determines to be properly authorized to act on your behalf. As part of your appeal, you should present all documents, records, and any other information relating to your claim.

The EBPC is the final review authority with respect to appeals, and its decision is final and binding upon the Corporation, you and your beneficiary. A written decision on the request for review is furnished within 60 days (120 days if special circumstances required an extension of time) after the date the written request is received by the EBPC. You must complete the claim denial procedures before taking legal action, including your right to bring a civil action under Section 502(a) of ERISA. Any suit or other legal action you wish to take must be brought no later than one year following the final decision of the EBPC.

Designation of Beneficiaries

You may file with the Investment Service Center a written designation of a beneficiary or beneficiaries with respect to all or part of your Program assets. If you are married, on your death, the entire balance of your account will be paid to your surviving spouse unless your written designation of beneficiary designating a person(s) other than your spouse with respect to part or all of the assets in your account includes your spouse's written consent, witnessed by a notary public. You may change or revoke the written designation of beneficiary filed with the Investment Service Center at any time (with the consent of your spouse, when necessary). No designation or change of beneficiary is effective until it is determined to be in order by the Investment Service Center, but when so determined, if practicable, it is effective retroactively to the date of the instrument making the designation or change.

If you are unmarried and do not file a written designation of beneficiary or beneficiaries, you are deemed to have designated as beneficiary or beneficiaries under this Program the person or persons designated to receive your Basic Life Insurance proceeds upon your death under Delphi's Life and Disability Benefits Program for Salaried Employees, unless you have assigned such life insurance, in which case the assets in the account will be paid to the assignee. Upon your death, your beneficiary or beneficiaries receive, subject to provisions of the Program, assets in your account in accordance with the applicable designation (see "Upon Your Death" for a more detailed discussion). If Delphi is in doubt as to the right of any beneficiary to receive any such assets, Delphi may deliver such assets to your estate, in which case Delphi does not have any further liability to anyone.

Upon your death, a settlement of all assets in your account will be made to the designated beneficiary or beneficiaries. Your beneficiary or beneficiaries may elect to receive cash-in-lieu of all shares equivalent in value to the assets invested in the Delphi Common Stock Fund, the General Motors $1-2/3 Par Value Common Stock Fund, Hughes Common Stock Fund, News Corporation Preferred ADS Fund, EDS Common Stock Fund, or Raytheon Common Stock Fund in your account, based on the Current Market Value of such Funds on the Date of Valuation. The Date of Valuation is the Effective Date of Withdrawal, which, for this purpose, means

the day on which the Administrator, or its delegate, determines the appropriate beneficiary or beneficiaries and is in receipt of all necessary information and directions to process the settlement.

Liens Upon and Assignability of Interest

Except for benefits payable pursuant to a Qualified Domestic Relations order, you may not assign or transfer any benefits payable under the Program. In addition, to the extent permitted by law, no such benefits are subject to legal process or attachment for the payment of any claim of any person entitled to receive the same.

Statement of Account

You may now access your S-SPP account statement and quarterly Performance Summary online, 24 hours a day through the Intranet or Internet (www.delphi401k.com). The online statement offers all the same information as the hard copy statement including your personal rate of return. The online statement also adds more flexibility; your account information can be retrieved monthly, quarterly, or for a specific date range. Additionally, the date range can be set to go back as far as 24 months.

If you choose to view your statement online, you will automatically no longer receive a hard copy quarterly statement or quarterly Performance Summary in the mail. After reviewing your statement online, if you wish to receive your hard copy quarterly statement and quarterly performance summary in the mail you may elect to do so online at www.delphi401k.com or by calling the Investment Service Center at 1-877-389-2374.

Changes in Delphi Common Stock, General Motors $1-2/3 Par Value Common Stock, Hughes Common Stock, News Corp Preferred ADSs, EDS Common Stock, or Raytheon Common Stock

In the event that outstanding shares of Delphi common stock, General Motors $1-2/3 Par Value common stock, Hughes common stock, News Corp Preferred ADSs, EDS common stock, or Raytheon common stock are changed in number or class by reason of split-ups, spinoffs, combinations, mergers, consolidations, or recapitalizations, or by reason of stock dividends, the number and class of shares which thereafter may be purchased under the Program, in the aggregate, and the number and class of shares then in the trust account and in your Program account will be adjusted so as to reflect such change.

Confidential Information

Many aspects of recordkeeping and transaction processing related to the Program are performed in their entirety by the Investment Service Center. Currently, Fidelity provides the services for the Investment Service Center, and such services are monitored by the Corporation so that sufficient procedures are in place to safeguard the confidentiality of information relating to the purchase, holding, and sale of securities by you and other participants.

Under existing procedures, to participate in the Program, you must establish through the Investment Service Center a confidential personal identification number (or "PIN"). This confidential PIN limits access to your Savings-Stock Purchase Program account to only you. You may, at any time, change your PIN. Moreover, you may only access your own account information and initiate transactions through the Intranet, Internet, or by telephone using your PIN and Social Security number. **YOU SHOULD NOT GIVE ANYONE YOUR PIN. NEITHER DELPHI, GMTB, GMIMCo, THE PROGRAM ADMINISTRATOR, THE PROGRAM RECORDKEEPER, NOR THE PROGRAM WILL BE RESPONSIBLE FOR THE SECURITY OF YOUR ACCOUNT IF YOU DISCLOSE YOUR PIN TO ANYONE ELSE.** In addition, procedures have been established to deactivate your PIN after three consecutive attempts are made to access your Savings-Stock Purchase Program account via the Investment Service Center telephone voice response system or the Internet without a valid PIN.

The Program fiduciary responsible for monitoring compliance with the confidentiality procedures is the Director, Delphi Pension and Welfare Benefit Plans, Employee Benefits, 5825 Delphi Drive, Mail Code 480-410-104, Troy, Michigan 48098.

Additional Information

You may view and print mutual fund prospectuses online at www.delphi401k.com or you may request copies of the mutual fund prospectuses, by calling the Investment Service Center at 1-877-389-2374. If you require additional information about the Program, you should direct your request to: Director, Delphi Pension and Welfare Benefit Plans, Employee Benefits, 5825 Delphi Drive, Mail Code 480-410-104, Troy, Michigan 48098.

Balancing Your Investment Choices

Selecting your S-SPP investment choices means not only choosing the investment options, but also deciding what percentage of your account balance you want in each of the investment options you select.

Portfolio Rebalance is a tool within www.delphi401k.com that allows you to more easily rebalance the asset mix of your account in a single, simple transaction. When you select the Portfolio Rebalance option, you'll be taken to a menu of the investment choices available through the S-SPP, where you can choose what percentage of your account balance you'd like invested in each investment fund.

After making your investment elections, your current fund balances will be rebalanced according to your desired percentages. In other words, your fund balances will automatically be exchanged into or out of the investments in the proportions you've elected. This Portfolio Rebalance feature, however, does not provide on-going automatic rebalancing.

To access Portfolio Rebalance, go to www.delphi401k.com and click on the "Access my Account" tab, log on to your account and click on the "Accounts" tab. Then click on the "Rebalance" link on the left side of the screen.

Keep in mind that the Portfolio Rebalance feature does not affect your future contributions S-SPP account. New contributions made by you into your S-SPP account will continue to be invested based on your designated investment elections and such investment elections will remain in effect until you change them.

You still need to review your S-SPP account periodically because your investment choices may perform differently over time, and your percentages may vary from what you intended.

REFERENCE TO FULL TEXT

The foregoing statements are summaries of certain provisions of the Program. They do not purport to be complete. The "Complete Text" of the Program, which is available to participants upon request, governs all aspects of the Program.

ADMINISTRATION

Except as set forth below, the Executive Committee of the Delphi Board of Directors is the Named Fiduciary with respect to the Program. The Named Fiduciary may delegate authority to carry out such of its responsibilities as it deems proper, to the extent permitted by ERISA.

Except as set forth below, GM Investment Management is the Named Fiduciary of the Program for purposes of investment of Program assets. GM Investment Management may delegate authority to carry out such of its responsibilities as it deems proper, to the extent permitted by ERISA.

Any participant or beneficiary who makes an investment election permitted under the Program, or otherwise exercises control permitted under the Program over the assets in a participant's account, is deemed the "named fiduciary" under ERISA responsible for such decisions to the extent that such designation is permissible under applicable law, and that the investment election or other exercise of control over such account is not protected by Section 404(c) of ERISA, as amended.

Delphi is the Program Administrator. The Program Administrator has discretionary authority to construe, interpret, apply, and administer the Program. The Program Administrator may delegate various aspects of the Program Administration as it deems appropriate.

Various aspects of Program administration have been delegated to the Program Recordkeeper, currently Fidelity. In carrying out its delegated responsibilities, the Program Recordkeeper has discretionary authority to construe, interpret, apply, and administer the Program provisions. The discretionary authority delegated to the Program Recordkeeper is, however, limited to Program terms relevant to its delegated responsibilities and does not permit the Program Recordkeeper to render a determination or make any representation concerning benefits which are not provided by the express terms of the Program. The Program Recordkeeper's actions are given full force and effect unless determined by the Program Administrator to be contrary to the Program provisions or arbitrary and capricious.

The EBPC of Delphi has final discretionary authority to construe, interpret, apply, and administer the Program and serves as the final step of the Program appeal procedure. Any interpretation or determination regarding the Program made by the EBPC are given full force and effect, unless it is proven that the interpretation or determination was arbitrary and capricious.

Delphi reserves the right to amend, modify, suspend, or terminate the Program in whole or in part, at any time, by action of its Board of Directors or other individual or committee expressly authorized by the Board to take such action. No oral statements can change the terms of this Program. This Program can only be amended in writing by Delphi's Board of Directors or an appropriate individual or committee as designated by the Board of Directors. Absent an express delegation of authority from the Board of Directors, no one has the authority to commit Delphi to any benefit or benefit provision not provided for under the Program or to change the eligibility criteria or other provisions of the Program.

It is intended that the Program will constitute a plan described in Section 404(c) of ERISA, and pursuant to such Section 404(c), the fiduciaries of the Program may be relieved of liability for losses resulting from investment instructions given by participants.

The trust established under the Program is administered by State Street Bank and Trust Company, Master Trust Division, One Enterprise Drive, North Quincy, Massachusetts 02171. There is no material relationship other than in the ordinary course of business between State Street Bank and Trust Company and Delphi or Delphi's employees.

LEGAL OPINION

The legality of the Delphi common stock offered by this Prospectus has been passed upon by Diane Kaye, Attorney, Delphi Legal Staff. Ms. Kaye owns shares of Delphi common stock and has options to purchase additional shares of Delphi common stock.

EXPERTS

The consolidated financial statements and financial statement schedules included in the Delphi 2003 Annual Report on Form 10-K have been audited by Deloitte & Touche LLP, independent auditors, as stated in their report appearing therein, and have been so incorporated in reliance upon such report given upon the authority of Deloitte & Touche LLP, as experts in accounting and auditing.

DELPHI

Delphi Investment Service Center
P.O. Box 5424
Cincinnati, OH 45250-5424

PRESORTED
STANDARD
U.S. POSTAGE
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DELPHI S-SPP PRO